

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
September 13, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12788

In the Matter of

BANKER & CO. and
JITENDRA S. BANKER,

Respondents.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 4C OF THE
SECURITIES EXCHANGE ACT OF 1934
AND RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE,
AND NOTICE OF HEARING

I.

The Securities and Exchange Commission ("Commission") deems it appropriate that public administrative proceedings be, and hereby are, instituted pursuant to Section 4C of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 102(e) of the Commission's Rules of Practice against Banker & Co. ("Banker & Co.") and Jitendra S. Banker ("Banker") (collectively "Respondents").

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

1. **Banker & Co.** is a California corporation and public accounting firm headquartered in Costa Mesa, California. Banker & Co. prepared and issued an audit report dated January 31, 2004, in connection with its audit of OTC Dreamwerks, Inc. ("OTC Dreamwerks"), an audit report dated May 21, 2004, in connection with its audit of Morgan Clark Management, Inc. ("Morgan"), and an audit report dated August 10, 2004, in connection with its audit of Mill Creek Research, Inc. ("Mill Creek")

2. **Jitendra S. Banker**, 67, of Costa Mesa, California, has been licensed as a chartered accountant in England since 1969, but he is not licensed as a CPA in any American state. As engagement partner on the OTC Dreamwerks, Morgan, and Mill Creek engagements, Banker participated in the preparation and issuance of the January 31, 2004 OTC Dreamwerks audit report, the May 21, 2004 Morgan Clark audit report, and the August 10, 2004 Mill Creek audit report.

